

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re
RESIDENTIAL CAPITAL, LLC, *et al.*,
Debtors.

Case No. 12-12020 (MG)
Chapter 11
Jointly Administered

**DECLARATION OF LaSHANN M. DeARCY IN SUPPORT OF
DEBTORS' OPPOSITION TO MOTION TO
PRECLUDE THE EXPERT TESTIMONY OF JEFFREY A. LIPPS**

I, LaSHANN M. DeARCY, declare:

1. I am a member of the Bar of the State of New York and admitted to practice before this Court. I am an attorney at the law firm Morrison & Foerster LLP, counsel for Residential Capital, LLC and its affiliated debtors and debtors-in-possession.
2. I submit this declaration in support of Debtors' Opposition to the Committee's Motion to Preclude the Expert Testimony of Jeffrey A. Lipps, and to put before the Court documents referred to in the Opposition.
3. Attached hereto as Exhibit 1 is a true and correct copy of excerpts from the November 19, 2012 Deposition of Jeffrey Lipps.
4. Attached hereto as Exhibit 2 is a true and correct copy of excerpts from the November 12, 2012 Deposition of Thomas Marano.
5. Attached hereto as Exhibit 3 is a true and correct copy of the Motion for Approval of an Agreement Providing for the Return of MFGI Property, Extinguishment of Duplicate Claims Filed With CME Group Inc., and Allocation of MFGI Property to Customers of the MFGI Estate, Docket No. 2029, Case No. 11-2790 (MG) SIPA (Bankr. S.D.N.Y. June 14, 2012).

6. Attached hereto as Exhibit 4 is a true and correct copy of excerpts of the Transcript of Hearing *In re: Residential Capital, LLC et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y), dated July 10, 2012.

7. Attached hereto as Exhibit 5 is a true and correct copy of excerpts of the Transcript of Hearing *In re: Residential Capital, LLC et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y), dated April 11, 2012.

I declare under penalty of perjury that, to the best of my knowledge, the foregoing is true and correct.

Executed on this 14th day of May, 2013 at New York, New York.

By: /s/ LaShann M. DeArcy
LaShann M. DeArcy

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